



CORPORATION SERVICE COMPANY*

RECORDATION NO. 22008-6 FILED

JUN 21 '05

4-08 PM

SURFACE TRANSPORTATION BOARD



June 17, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 144289-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 21, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **SUNOCO, INC.**
Ten Penn Center, 1801 Market Street Philadelphia, PA 19103-1699

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **SUNOCO, INC.** covering 50 tank cars with reporting marks and numbers – DBUX 300788 – DBUX 300865 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #22008 dated 02/01/99 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

JUN 21 '05

4-08 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21 day of March, 2005, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Sunoco, Inc. (R&M), a Pennsylvania corporation, with an address at Ten Penn Center, 1801 Market Street, Philadelphia, PA 19103-1699 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

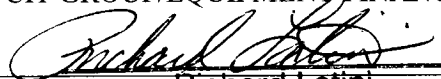
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 19, 1999 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on February 1, 1999 as Recordation No. 22008.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

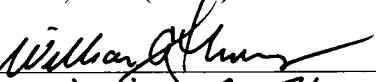
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SUNOCO, INC. (R&M)

By: 
Name: William G. Thomas
Title: Logistics Mgr

Schedule A

Quantity

50

Equipment Description

~~5,400 c.f. plastic pellet covered
hopper cars (lined)~~

Reporting Marks and Numbers

approx 30000 gallon
non coiled, non insulated tankcars

Wgt 3/21/05

Schedule A

Number of Cars		Equipment Description
50		28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated
1	DBUX	300788
2	DBUX	300797
3	DBUX	300799
4	DBUX	300800
5	DBUX	300802
6	DBUX	300804
7	DBUX	300805
8	DBUX	300806
9	DBUX	300807
10	DBUX	300809
11	DBUX	300810
12	DBUX	300811
13	DBUX	300812
14	DBUX	300813
15	DBUX	300814
16	DBUX	300815
17	DBUX	300816
18	DBUX	300817
19	DBUX	300818
20	DBUX	300819
21	DBUX	300820
22	DBUX	300837
23	DBUX	300838
24	DBUX	300839
25	DBUX	300840
26	DBUX	300841
27	DBUX	300842
28	DBUX	300843
29	DBUX	300844
30	DBUX	300845
31	DBUX	300846
32	DBUX	300847
33	DBUX	300848
34	DBUX	300849
35	DBUX	300850
36	DBUX	300851
37	DBUX	300852
38	DBUX	300853
39	DBUX	300854
40	DBUX	300855
41	DBUX	300856
42	DBUX	300857
43	DBUX	300858
44	DBUX	300859
45	DBUX	300860
46	DBUX	300861
47	DBUX	300862
48	DBUX	300863
49	DBUX	300864
50	DBUX	300865